

**CONRAIL®**

19882-A

April 30, 1996

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, DC 20423

APR 30 9 13 AM '96

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

**Re: Lease of Locomotives from General Motors Corporation  
to Consolidated Rail Corporation**

Dear Mr. Williams:

Enclosed are five (5) copies of the secondary document described below. The secondary document described below is related to the primary document Lease Agreement, dated October 30, 1995 ("Lease"), between Consolidated Rail Corporation and General Motors Corporation, which was duly filed for recordation with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301(a), as recorded on January 16, 1996 at 9:15 a.m., Recordation No. 19882. All of the enclosed documents are to be recorded pursuant to Section 11301(a), Title 49, of the United States Code.

The enclosed secondary document is:

First Amendment to Lease Agreement dated as of October 30, 1995, dated as of April 15, 1996, between Consolidated Rail Corporation and General Motors Corporation.

The names and addresses of the parties to the documents are as follows:

First Amendment to Lease Agreement dated October 30, 1995.

Lessee:

Consolidated Rail Corporation  
2001 Market Street  
P.O. Box 41425  
Philadelphia, PA 19101-1425

Secured Party:

General Motors Corporation  
Administrative Building  
9301 West 55th Street  
LaGrange, IL 60525

The description of the equipment covered by the aforesaid First Amendment to Lease Agreement dated October 30, 1995 is as follows:

Twenty Eight (28) General Motors Corporation Model SD80MAC diesel electric locomotives bearing road numbers 4100 through 4127 inclusive.

A fee of twenty-one dollars (\$21.00) is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to:

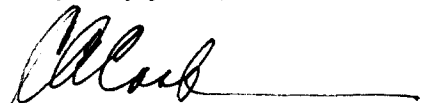
Cheryl A. Cook, Esquire  
Consolidated Rail Corporation  
2001 Market Street  
P.O. Box 41416  
Philadelphia, PA 19101-1416

A short summary of the document to appear in the index follows:

First Amendment to Lease Agreement dated as of October 30, 1995: First Amendment to Lease Agreement dated as of October 30, 1995, dated as of April 15, 1996, between General Motors Corporation, as secured party, Administrative Building, 9301 West 55th Street, LaGrange, IL 60525 and Consolidated Rail Corporation, as lessee, 2001 Market Street, P.O. Box 41425, Philadelphia, PA 19101-1425, covering twenty-eight (28) General Motors Corporation Model SD60M diesel electric locomotives bearing road numbers 4100 through 4127, both inclusive.

If you have any questions, please do not hesitate to call the undersigned.

Very truly yours,



Cheryl A. Cook  
General Counsel - Securities & Tax  
(215) 209-5042  
(215) 209-4819 FAX

/dr

Enclosure

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SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20427-0001

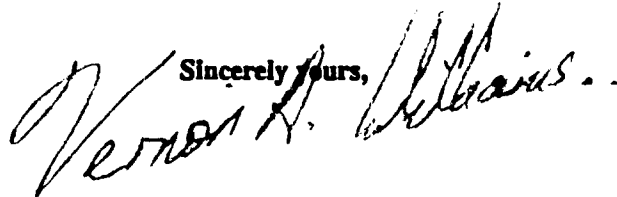
4/30/96

Cheryl A. Cook  
General Counsel  
ConRail  
Consolidated Rail Corporation  
2001 Market Street  
P. O. Box 41416  
Philadelphia, PA. 19101-1416

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of  
the Interstate Commerce Act, 49 U.S.C. 11303, on 4/30/96 at 9:15AM , and  
assigned recordation number(s). 19882-A.

Sincerely yours,

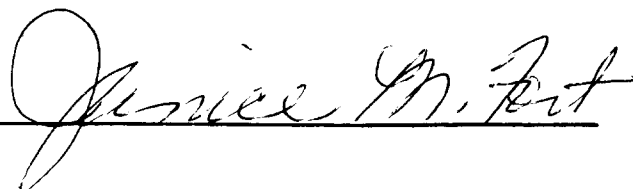


Vernon A. Williams  
Secretary

Enclosure(s)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



19882-A

APR 19 1996

**FIRST AMENDMENT  
TO LEASE AGREEMENT DATED OCTOBER 30, 1995**

This First Amendment is executed as of the 15th day of April, 1996, by and between Electro-Motive Division, General Motors Corporation, a Delaware corporation, hereinafter called "Owner", and Consolidated Rail Corporation, a Pennsylvania Corporation, hereinafter called "User" in order to amend the Lease Agreement between Owner and User dated October 30, 1995 (the "Agreement"), governing the lease of SD80MAC locomotives.

WHEREAS, the User has the obligation under the Agreement to purchase the twenty-eight (28) SD80MAC locomotives (the "Locomotives") at the end of the Agreement; and

WHEREAS, Section 22 of the Agreement indicated that the purchase price of the Locomotives was based upon Amendment X of the Purchase Agreement, which was executed on October 10, 1995; and

WHEREAS, User has requested and Owner is agreeable to a change in the wording of Section 22 "Purchase Option" of the Agreement.


NOW, THEREFORE, in consideration of the mutual covenants herein contained, and intending to be legally bound hereby, the parties hereto agree as follows:

1. Owner and User agree to delete Section 22 "Purchase Option" of the Agreement and the insert following new clause in its place:
  22. Purchase Option: This Lease may be terminated at any time during the lease term upon notice by User. Further, Owner commits to transfer unencumbered title to the Locomotives to User, or User's designee upon payment of the purchase price and any rentals due under this Lease and to execute, at the appropriate times and in recordable form, the Lease Agreement Termination's attached as Exhibit C hereto. The purchase price will be the fair market value of the Locomotives.
2. All terms and conditions of the Agreement not otherwise amended in writing by the parties and not inconsistent with the foregoing shall remain in full force and effect.

NOW, THEREFORE, the parties have directed their authorized representatives to execute this First Amendment effective this \_\_\_\_th day of April, 1996.

Electro-Motive Division  
General Motors Corporation

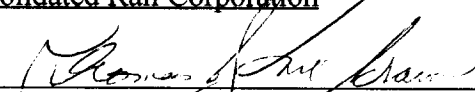
Attest: 

By: 

Title: Director of Treasury & Finance  
Assistant Secretary

Consolidated Rail Corporation

Attest: 

By: 

Title: Director - Financing

State of Illinois  
County of Cook §

On this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_, before me personally appeared Keith A. McCarless, to me personally known, who, being by me duly sworn, did say that he is a Director of Treasury & Finance of Assistant Secretary of Electro-Motive Division, General Motors Corporation, that the instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

M. A. Gonzalez  
Notary Public

My commission expires:

\_\_\_\_\_  
"OFFICIAL SEAL"  
M. A. Gonzalez  
Notary Public, State of Illinois  
My Commission Expires 6/22/97

Commonwealth of Pennsylvania  
County of Philadelphia §

On this 29th day of April, \_\_\_\_\_, before me personally appeared Thomas H. McGraw, to me personally known, who, being by me duly sworn, did say that he is a Director - Finance of the Consolidated Rail Corporation, that the instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

Geraldine J. O'Neill  
Notary Public

My commission expires:

Geraldine J. O'Neill, Notary Public  
Philadelphia, Philadelphia County  
My Commission Expires May 11, 1993

Member, Pennsylvania Association of Notaries